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The following constitutes
the order of the court. Signed May 06, 2011

A handwritten signature of Stephen L. Johnson in black ink.

Stephen L. Johnson
U.S. Bankruptcy Judge

Attorneys for Debtor
Alpha Factors

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA, DIVISION 5

In re

ALPHA FACTORS, dba Century 21
Alpha, a California corporation,

Debtor.

Case No. 08-54475-SLJ

Chapter 11

Date: May 5, 2011

Time: 1:30 p.m.

Courtroom: 3099

Judge: Hon. Stephen L. Johnson

ORDER CONFIRMING DEBTOR'S THIRD AMENDED PLAN OF REORGANIZATION
(MARCH 28, 2011)

On May 5, 2011, the Court held a hearing on confirmation of the pending Debtor's Third Amended Plan of Reorganization (March 28, 2011) (the "Plan") filed by Debtor and Debtor-in-Possession Alpha Factors ("Debtor").

It having been determined after a hearing on notice and after consideration of the offer of proof submitted by the Debtor that (i) the Plan and the Third Amended Disclosure Statement (March 28, 2011) (the "Disclosure Statement") have been

1 transmitted to creditors and equity security holders; (ii) the requirements for confirmation
2 set forth in 11 U.S.C. §§1129(a) and 1129(b) have been met; (iii) the modifications in
3 the Plan described below as to Class One creditor Century 21 Real Estate LLC are
4 neither material nor adverse to any creditor or class of creditors under the Plan or that
5 the affected Class has consented; and (iv) there being no objections, and good cause
6 appearing therefore, the Court having stated its findings of fact and conclusions of law
7 on the record pursuant to Federal Rule of Civil Procedure 52(a) as applied through
8 Federal Rule of Bankruptcy Procedure 7052,
9

10 IT IS THEREFORE ORDERED that

11 1. The Plan be and hereby is confirmed.

12 2. The following amendments shall replace the identified sections of the Plan
13 and are incorporated as if part of the Plan by this order:

14 A. Plan Section 1.1.9: As of March 4, 2011, Debtor was in monetary
15 default to Century 21 in the amount of \$64,138.32 (the
16 “Stipulation Default”). The Stipulation Default is comprised
17 of: (a) \$3,037.85 in unpaid transaction fees under the
18 Franchise Agreement from January 1, 2010 through March
19 4, 2011; (b) \$11,100.46 in unpaid NAF from June 2, 2009
20 through March 4, 2011; and (c) \$50,000.01 in billed DAN
21 payments due on May 5, 2009, May 5, 2010 and May 5,
22 2011.
23

24 B. Plan Section 1.2.3 Cure: Pursuant to 11 U.S.C. §365(b)(1), the
25 Debtor shall cure the Stipulation Default and the pre-petition
26
27

1 indebtedness of \$250,000 (the "Pre-Petition Indebtedness")
2 as follows:

3 (a) Pursuant to 11 U.S.C. §365(b)(1)(A), the Debtor shall make full
4 payment to Century 21 of the Stipulation Default of
5 \$47,471.65 by on or before April 1, 2011 and \$16,666.67 by
6 on or before May 5, 2011. The Debtor's default in the
7 payment of the Stipulation Default as set forth herein shall
8 constitute an event of default under the Plan as well as the
9 assumed Franchise Agreement.
10

11 [the remaining subparagraphs of Section 1.2.3 of the Plan are not
12 modified]

13 APPROVED AS TO FORM:

14 Dated: April 29, 2011 By: /s/ Nanette Dumas
15 Nanette Dumas
16 Attorney for the United States
Trustee

17 Dated: April 26, 2011 FORMAN HOLT ELIADES & RAVIN LLC

18 By: /s/ Daniel M. Eliades
19 Daniel M. Eliades
20 Attorney for Century 21 Real
Estate LLC

21 Dated: April 29, 2011 LAW OFFICES OF WILLIAM C. LEWIS

22 By: /s/ William C. Lewis
23 William C. Lewis
24 Attorneys for Edward and
Daija Zimbrick

25 ***** END OF ORDER *****
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